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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER (I) COMPROMISING AND
ALLOWING PROOFS OF CLAIM NUMBERS 853, 854, 1266, 1267, 1283, 1284,
1288, 1289, 1330, 5300, 5301, 5520, 5521, 6470, 7914, 14187, 16357, 16486, AND
16790 AND (II) DISALLOWING PROOFS OF CLAIM NUMBERS 16589 AND 16590
(TEXAS TAXING AUTHORITIES)

Delphi Corporation and certain of its subsidiaries and affiliates, including Delphi Automotive Systems, LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Angelina County, Bexar County, Cameron County, City of El Paso, City of Harlingen, City of McAllen, City of Pharr, City of San Marcos, Cypress-Fairbanks ISD, Dallas County, Harlingen CISD, Harris County/City of Houston, Hidalgo County, Montague County, Montgomery County, Nueces County, San Benito CISD, San Marcos CISD, South Texas College, and Tarrant County (together, the "Texas Taxing Authorities") respectfully submit this Joint Stipulation And Agreed Order (I) Compromising And Allowing Proofs Of Claim Numbers 853, 854, 1266, 1267, 1283, 1284, 1288, 1289, 1330, 5520, 5521, 5300, 5301, 6470, 7914, 14187, 16357, 16486, And 16790 And (II) Disallowing Proofs Of Claim Numbers 16589 And 16590 (Texas Taxing Authorities) and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on the dates listed in column B on Exhibit A (titled "Date Filed"), attached hereto, the proofs of claim (the "Proofs of Claim") listed in column A on Exhibit A (titled "Proof of Claim Number") were filed by the Texas Taxing Authorities listed in column C on Exhibit A (titled "Party Filing Proof of Claim") against the Debtor entities listed in column F on Exhibit A (titled "Debtor Named on Proof of Claim") asserting secured claims (collectively, the "Secured Claims") and administrative claims (the "Administrative Claims") in the amounts and classifications listed in columns D and G, respectively, on Exhibit A (titled "Asserted Amount" and "Asserted Classification," respectively).

WHEREAS, as listed on Exhibit A, the Debtors objected to the Proofs of Claim pursuant to the Debtors' omnibus claims objections (collectively, the "Omnibus Claims Objections") identified in column E on Exhibit A (titled "Omnibus Claims Objection").

WHEREAS, in response to the Omnibus Claims Objections to the respective Secured Claims and Administrative Claims, the Texas Taxing Authorities filed responses to the Omnibus Claims Objections (Docket Nos. 6844, 8242, 8530, 8857, and 12769) (collectively, the "Responses").

WHEREAS, on August 7, 2008, to resolve the Omnibus Claims Objections with respect to the Secured Claims, regardless of the date on which it was filed, and the Administrative Claims, DAS LLC and the Texas Taxing Authorities entered into a settlement agreement (the "Settlement Agreement").

WHEREAS, pursuant to the Settlement Agreement, the Debtors acknowledge and agree that (i) each Secured Claim shall be allowed as a secured claim against DAS LLC in the corresponding amount set forth in column J on Exhibit A (titled "Allowed Amount") and (ii) the Administrative Claims (proofs of claim numbers 16589 and 16590) shall be disallowed and expunged with prejudice.

WHEREAS, DAS LLC is authorized to enter into the Settlement Agreement either because the Secured Claims involve ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and the Texas Taxing Authorities stipulate and agree as follows:

1. Each Secured Claim is hereby allowed as a secured claim in the corresponding amount set forth in column J on Exhibit A (titled "Allowed Amount") against the estate of the DAS LLC.
2. Proofs of claim numbers 16589 and 16590 shall be disallowed and expunged with prejudice.
3. The Texas Taxing Authorities shall withdraw the Responses to the Omnibus Claims Objections with prejudice.

So Ordered in New York, New York, this 27th day of August, 2008

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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